

MOSAIC CO

Form 4

February 04, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McLellan Richard N

(Last) (First) (Middle)

C/O THE MOSAIC  
COMPANY, 3033 CAMPUS  
DRIVE, SUITE E490

(Street)

PLYMOUTH, MN 55441

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
MOSAIC CO [MOS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/03/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr Vice President-Commercial

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/03/2015                              |                                                             | M <sup>(1)</sup>                        | 16,562 A                                                                | \$ 15.45 49,782                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/03/2015                              |                                                             | S <sup>(1)</sup>                        | 16,562 D                                                                | \$ 50.0412 33,220                                                                                                  | D                                                                       |                                                                   |

(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                    |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Share |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 15.45                                                              | 02/03/2015                              |                                                             | M <sup>(1)</sup>                        | 16,562                                                                                                       | <sup>(3)</sup>                                                 | 08/04/2016         | Common<br>Stock                                                     | 16,562                             |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 40.03                                                              |                                         |                                                             |                                         |                                                                                                              | <sup>(3)</sup>                                                 | 08/02/2017         | Common<br>Stock                                                     | 12,574                             |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 127.21                                                             |                                         |                                                             |                                         |                                                                                                              | <sup>(3)</sup>                                                 | 07/31/2018         | Common<br>Stock                                                     | 2,926                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 52.72                                                              |                                         |                                                             |                                         |                                                                                                              | <sup>(3)</sup>                                                 | 07/27/2019         | Common<br>Stock                                                     | 6,611                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 44.93                                                              |                                         |                                                             |                                         |                                                                                                              | <sup>(3)</sup>                                                 | 07/27/2020         | Common<br>Stock                                                     | 10,130                             |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 70.62                                                              |                                         |                                                             |                                         |                                                                                                              | <sup>(3)</sup>                                                 | 07/21/2021         | Common<br>Stock                                                     | 6,460                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(4)</sup>                                                   |                                         |                                                             |                                         |                                                                                                              | 07/19/2015                                                     | <sup>(5)</sup>     | Common<br>Stock                                                     | 4,628                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 57.62                                                              |                                         |                                                             |                                         |                                                                                                              | <sup>(6)</sup>                                                 | 07/19/2022         | Common<br>Stock                                                     | 11,655                             |
| Restricted<br>Stock                                 | \$ 0 <sup>(4)</sup>                                                   |                                         |                                                             |                                         |                                                                                                              | 07/18/2016                                                     | <sup>(5)</sup>     | Common<br>Stock                                                     | 6,169                              |

Units

Stock

Option  
(Right to  
Buy)

\$ 54.03

(7)

07/18/2023

Common  
Stock

15,783

Restricted

Stock  
Units\$ 0 (4)

03/07/2017

(5)Common  
Stock

6,703

Stock

Option  
(Right to  
Buy)

\$ 49.73

(8)

03/07/2024

Common  
Stock

17,740

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director

10% Owner

Officer

Other

McLellan Richard N  
C/O THE MOSAIC COMPANY  
3033 CAMPUS DRIVE, SUITE E490  
PLYMOUTH, MN 55441

Sr Vice  
President-Commercial

## Signatures

/s/ Mark J. Isaacson, Attorney in Fact for Richard N.  
McLellan

02/04/2015

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The stock option exercise and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 14, 2014.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.00 to \$50.27, inclusive. The reporting person undertakes to provide to The Mosaic Company, any security holder of The Mosaic Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 2 to this Form 4.

(3) This Stock Option is 100% exercisable.

(4) One-for-One

(5) Not Applicable

(6) Grant Date 07/19/2012; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

(7) Grant Date 07/18/2013; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

(8) Grant Date 03/07/2014; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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